
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Union Asia Enterprise Holdings Limited** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**UNION ASIA
ENTERPRISE HOLDINGS LTD
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Pacific Room 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 7 August 2020 at 3:00 p.m. is set out on pages 30 to 35 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.unionasiahk.com.

29 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2016 AGM”	the annual general meeting of the Company held on 26 July 2016
“AGM”	the annual general meeting of the Company to be convened and held at Pacific Room 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 7 August 2020 at 3:00 p.m., notice of which is set out on pages 30 to 35 of this circular
“Articles”	the articles of association of the Company, as amended from time to time and the “Article” shall mean an article of the Articles
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Company”	Union Asia Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	23 June 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit at the AGM

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the total number of Shares which may be allotted and issued upon exercise of all options to be granted by the Board under the Share Option Scheme and any other share option scheme(s) of the Company to subscribe up to 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, the total number of Shares which may be allotted and issued upon exercise of all options to be granted shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders of the refreshed limit
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Option(s)”	the options granted or to be granted under the Share Option Scheme or any other schemes of the Company to subscribe for the Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 30 July 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



**UNION ASIA
ENTERPRISE HOLDINGS LTD
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

Executive Directors:

Mr. Chan Norman Enrique
(Chairman and Chief Executive Officer)
Mr. Lee Alex Kam-fai

Independent non-executive Directors:

Mr. Kwong U Hoi Andrew
Mr. Wong Jonathan
Mr. Chi Chi Hung Kenneth

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Flat A-G, 15/F
15 Chong Yip Street
Kwun Tong
Kowloon
Hong Kong

29 June 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the Issue Mandate and the Repurchase Mandate, (ii) the re-election of retiring Directors, (iii) the proposed Refreshment of Scheme Mandate Limit; and (iv) the notice of the AGM.

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ISSUE MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general and unconditional mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,221,052,631 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 244,210,526 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given a general and unconditional mandate to repurchase issued and fully paid Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 122,105,263 Shares.

The Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies

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Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Chan Norman Enrique (“**Mr. Norman Chan**”) and Mr. Lee Alex Kam-fai (“**Mr. Lee**”) as executive Directors; and Mr. Kwong U Hoi Andrew (“**Mr. Kwong**”), Mr. Wong Jonathan (“**Mr. Wong**”) and Mr. Chi Chi Hung Kenneth (“**Mr. Chi**”) as independent non-executive Directors.

According to Article 83(3), any director appointed by the Board to fill a casual vacancy should hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting.

According to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

All of the Directors shall retire by rotation at the AGM in accordance with Articles 83(3) and 84(1). All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. Norman Chan and Mr. Lee possess deep understanding of and vast experience in the business of the Group.

Mr. Kwong obtained a bachelor of law from the University of Liverpool in the United Kingdom in July 1989. He has been admitted as a solicitor of the Supreme Court of England and Wales since November 1992 and a member of the Law Society of Hong Kong since May 1993. In October 2010, Mr. Kwong completed the advanced management program at Harvard Business School in the United States. Mr. Kwong has over 23 years of work experience in the legal profession.

Mr. Wong obtained a bachelor’s degree of business administration from the University of Western Ontario in Canada in June 1991. He then completed Common Professional Examination, a postgraduate law course, offered by Manchester Metropolitan University in the United Kingdom through long distance learning at School of Continuing Education of the University of Hong Kong in July 1996. He was called to the Bar in Hong Kong in 1998

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and by Inner Temple in the United Kingdom in July 1998. He has been qualified as a fellow of Hong Kong Institute of Arbitrators since July 2011. Mr. Wong has more than 20 years of experience in the legal industry.

Mr. Chi obtained a bachelor of arts in accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1991. He was admitted as an associate member under The Chartered Association of Certified Accountants in the United Kingdom in November 1994 and has maintained his fellowship status since November 1999. Mr. Chi has been an associate member under The Institute of Chartered Secretaries and Administrators in the United Kingdom since November 1994, an associate member of the Hong Kong Institute of Chartered Secretary in November 1994, and an associate member under The Hong Kong Institute of Certified Public Accountants since April 1996. Mr. Chi has over 20 years of experience in accounting, financial control and corporate governance.

Each of Mr. Kwong, Mr. Wong and Mr. Chi has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographical details of all the Directors to be re-elected and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and took the view that with their professional qualifications, skills, knowledge and experience, all the Directors to be re-elected have been contributing to the Group including the diversity of the Board effectively. The Nomination Committee had also assessed the independence of Mr. Kwong, Mr. Wong and Mr. Chi based on their annual confirmation of independence and was satisfied with their independence with reference to the criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of the Directors to be re-elected will continue to contribute to the Board with their deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Group and accepted the recommendation by the Nomination Committee. Each of the above Directors has abstained from voting on his own nomination when it was being considered.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 30 July 2012. Under the rules of the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme is limited to 10% of the Shares in issue as at the date of refreshment of the Scheme Mandate Limit. At present, the Company does not operate any other share option scheme(s) other than the Share Option Scheme.

Under the rules of the Share Option Scheme:

- (1) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the Shares in issue from time to time;
- (2) no options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company if it results in the Scheme Mandate Limit being exceeded, unless approval of the Shareholders has been obtained. Share Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit;
- (3) unless approved by the Shareholders at a general meeting, the total number of Shares issued and to be issued upon exercise of Share Options granted to each eligible participant of the Share Option Scheme (including both exercised and outstanding Share Options) in any twelve months period shall not exceed 1% of the issued share capital of the Company.

The Company may seek approval from the Shareholders in general meeting for refreshing the Scheme Mandate Limit. However, the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the refreshed Scheme Mandate Limit. Share Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme(s) of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

The purposes of the Share Option Scheme are to provide opportunities and incentives to the eligible participants for their contribution to work towards enhancing values of the Group. Eligible participants include all full time employees, Directors (including independent non-executive Directors) and part time employees with weekly working hours of 10 hours and above, of the Group, substantial Shareholders of each member of the Group, close associates of the Directors and substantial shareholders of any member of the Group, trustee of any trust pre-approved by the Board; and any advisor (professional or

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otherwise), consultant, distributor, supplier, agent, customer, joint venture partner, service provider to the Group whom the board of Directors considers, in its sole discretion, has contributed or contributes to the Group.

As approved by the shareholders of the Company at the 2016 AGM, the maximum number of shares of the Company in respect of which options may be granted under the refreshed Scheme Mandate Limit is 284,599,813 shares of HK\$0.08 each existing before the capital reorganisation of the Company having become effective on 22 October 2019 (which became 5,691,996 Shares after the capital reorganisation having become effective on 22 October 2019), which was equivalent to 10% of the issued shares of the Company as at the 2016 AGM, and represented approximately 0.47% of the issued shares of the Company as at the Latest Practicable Date. Since the refreshment of the Scheme Mandate Limit at the 2016 AGM, no Share Options have been granted. As at the Latest Practicable Date, there were no outstanding Share Options.

If the Refreshment of Scheme Mandate Limit is approved at the AGM based on the total number of 1,221,052,631 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to grant Share Options for up to a total of 122,105,263 Shares under the refreshed Scheme Mandate Limit, representing approximately 10% of the total number of Shares in issue as at the date of the AGM.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (2) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the AGM approving the Refreshment of Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Share Options granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Share Options to be granted under the refreshed Scheme Mandate Limit.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further Share Options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees which the Board considers to be in the interests of the Company and the Shareholders as a whole. The Board therefore seeks the approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit.

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AGM

A notice convening the AGM to be held at Pacific Room 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 7 August 2020 at 3:00 p.m. is set out on pages 30 to 35 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the re-election of Directors and the proposed Refreshment of Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the proposed re-election of Directors and the proposed Refreshment of Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from Tuesday, 4 August 2020 to Friday, 7 August 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 3 August 2020.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Union Asia Enterprise Holdings Limited
Chan Norman Enrique
Chairman and Chief Executive Officer

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

As at the Latest Practicable Date, there was a total of 1,221,052,631 Shares in issue,

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 122,105,263 Shares (representing 10% of the total number of issued Share as at the date of passing of the resolution) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will be only made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 March 2020) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Name	Capacity	Number of Shares held	Before repurchase (approx.)	After repurchase (approx.)
Whistle Up Limited (“Whistle Up”)	Beneficial owner (<i>Note 1</i>)	854,736,842 (L)	70%	77.78%
Mr. Norman Chan	Interest of a controlled corporation (<i>Note 1</i>)	854,736,842 (L)	70%	77.78%
Ms. Kwok Lai Yi, Susanna (“Ms. Susanna Kwok”)	Interest of spouse (<i>Note 2</i>)	854,736,842 (L)	70%	77.78%

(L) = long position of the Shares.

Notes:

1. Whistle Up is beneficially owned as to 96% by Mr. Norman Chan, 3% by Mr. Lee Alex Kam-fai and 1% by Ms. Susanna Kwok. Under the SFO, Mr. Norman Chan is deemed to be interested in the Shares held by Whistle Up. Mr. Norman Chan is a controlling Shareholder and an executive Director of the Company.
2. Ms. Susanna Kwok is the spouse of Mr. Norman Chan. Ms. Susanna Kwok is deemed to be interested in all the Shares in which Mr. Norman Chan is interested in for the purpose of the SFO.

In the event that the Repurchase Mandate was exercised in full, the interest of Whistle Up would be increased from 70% to approximately 77.78%. On the basis of the aforesaid increase of shareholding held by Whistle Up, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise the Repurchase Mandate which may result in the number of the issued Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the GEM Listing Rules.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	0.210	0.075
December	0.084	0.058
2020		
January	0.073	0.031
February	0.045	0.033
March	0.039	0.026
April	0.030	0.020
May	0.045	0.022
June (up to the Latest Practicable Date)	0.040	0.028

Remark: Trading of the Shares had been suspended at the request of the Company from 20 March 2017 to 13 November 2019.

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Chan Norman Enrique

Executive Director, chairman and chief executive officer

Mr. Norman Chan, aged 59, is an executive Director, chairman of the Board and chief executive officer of the Company. Mr. Norman Chan is one of the founders of BTR WORKSHOP LIMITED and appointed as a director of BTR WORKSHOP LIMITED since June 1995. Mr. Norman Chan is the sole director of BTR (ASIA) LIMITED and BTR (INTL) LIMITED, and is one of the directors of BTR (HK) LIMITED, BTR WORKSHOP LIMITED and Absolute Surge Limited. Mr. Norman Chan is responsible for the overall management, strategic development, financial management and major decision-making of the Group.

Mr. Norman Chan has over 30 years of experience in the interior design and architecture industry in Hong Kong. He joined Wong & Ouyang Architects & Engineers Limited as an architectural assistant from 1986 to 1988. He later served as an assistant architect at Taoho Design Architects Limited from 1988 to 1991. Thereafter, Mr. Norman Chan was employed as an architectural design executive at Anthony Ng Architects Limited from 1991 to 1992. He subsequently joined D. Heung & Associates, Architects & Engineers Limited from 1992 to 1995 as a design associate. He established BTR WORKSHOP LIMITED in June 1995, since when he has been a director of BTR WORKSHOP LIMITED. Mr. Norman Chan obtained a bachelor's degree of architecture from Rhode Island School of Design in the United States in June 1985.

Mr. Norman Chan is one of the ultimate beneficial owners of Whistle Up Limited. He owns 96% of the issued share capital of Whistle Up Limited which holds approximately 70% of the issued share capital of the Company. Thus, Mr. Norman Chan is one of the controlling shareholders of the Company.

A service agreement was entered into between the Company and Mr. Norman Chan on 13 November 2019. His appointment is for an initial term of three years which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other and subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company. Mr. Norman Chan has also entered into a service contract with BTR (HK) LIMITED for his position as managing director and is entitled to a remuneration of HK\$1,302,000 per annum. Save for the remuneration for being the managing director of BTR (HK) LIMITED, Mr. Norman Chan will not be entitled to any additional remuneration for his office as a Director of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Norman Chan was a director of the following company which was incorporated in Hong Kong prior to its dissolution:

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Man Shing Building Materials Limited	Sales of plywood	15 July 2005	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note)</i>	Cessation of business

Note:

Under section 291AA of the predecessor Companies Ordinance, an application for deregistration can only be made by the company, a director of the company or a member of the company if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.

Mr. Norman Chan confirmed that there was no wrongful act on his part leading to the above dissolution of the company and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of this company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Norman Chan (i) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the GEM Listing Rules) or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications; and (iii) has no interests or short positions in Shares, securities or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Norman Chan that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Norman Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Lee Alex Kam-fai**Executive Director**

Mr. Lee, aged 55, is an executive Director of the Company. Before joining the Group, Mr. Lee was a design layout artist at Edmonton Chinese News from 1986 to 1989. He worked as an assistant at Barry John Architect, Brinsmead Ziola Architect & Associates from 1992 to 1993. Mr. Lee worked as a drafting technician at Northern Alberta Institute of Technology from January 1994 to June 1994. Subsequently, he was employed as a draftsman at D. Heung & Associates, Architects & Engineers Limited from June 1994 to June 1995. Mr. Lee is one of the founding staff of the BTR WORKSHOP LIMITED in July 1995. Mr. Lee is one of the directors of BTR (HK) LIMITED and Absolute Surge Limited. Mr. Lee is mainly responsible for the overall operation of the Group.

Mr. Lee has over 20 years of experience in the interior design and decoration industry in Hong Kong. Mr. Lee obtained a diploma in architectural technology from the Northern Alberta Institute of Technology in Canada on 22 April 1994.

Mr. Lee is one of the ultimate beneficial owners of Whistle Up Limited, and owns 3% of the issued share capital of Whistle Up Limited which holds approximately 70% of the issued share capital of the Company.

A service agreement was entered into between the Company and Mr. Lee on 13 November 2019. His appointment is for an initial term of three years which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other and subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company. Mr. Lee has entered into a service contract with BTR (HK) LIMITED for his position as associate director and is entitled to a remuneration of HK\$1,236,000 per annum. Save for the remuneration for being the associate director of BTR (HK) LIMITED, Mr. Lee will not be entitled to any additional remuneration for his office as Director of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the GEM Listing Rules) or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications; and (iii) has no interests or short positions in Shares, securities or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lee that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Mr. Kwong U Hoi Andrew**Independent non-executive Director, chairman of the remuneration committee, member of the audit committee and the nomination committee of the Company**

Mr. Kwong, aged 54, is an independent non-executive Director of the Company. He is also the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company. He is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company.

Mr. Kwong obtained a bachelor of law from the University of Liverpool in the United Kingdom in July 1989. He has been admitted as a solicitor of the Supreme Court of England and Wales since November 1992 and a member of the Law Society of Hong Kong since May 1993. In October 2010, Mr. Kwong completed the advanced management program at Harvard Business School in the United States.

Mr. Kwong has over 23 years of work experience in the legal profession. During the period from 1990 to 1999, he worked at various international law firms in both the United Kingdom and Hong Kong including Barlow Lyde & Gilbert (now known as Clyde & Co), Simmons & Simmons, Denton Hall (now known as Dentons) and Linklaters & Paines (now known as Linklaters). During the period from 2000 to 2002, Mr. Kwong worked as a senior investment manager of Hantak Limited, a subsidiary of Hang Lung Group Limited, a company listed on the Stock Exchange (stock code: 0010). Mr. Kwong later returned to the legal profession and from December 2002 to March 2013, he worked at various multinational corporations, including DHL Express, a division of DHL, an international logistics company, as legal counsel for the Asia Pacific regional office and Cigna Corporation, a company listed on the New York Stock Exchange (stock code: NYSE: CI), as general counsel for the Asia Pacific region, which covered multiple individual markets in the Asia Pacific region and handled regional and cross-border matters. From 2013 to 2015, Mr. Kwong worked as the chief counsel, Asia at AECOM, an American corporation listed on the New York Stock Exchange (stock code: NYSE: ACM). Since November 2016, Mr. Kwong became a director and remains as a director of Brizan Investment Limited which is an investment company primarily focusing on robotics ecosystem investments, incorporated in the Seychelles.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Kwong was a director of the following companies which were incorporated in Hong Kong prior to their dissolutions:

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
BTR Company Limited (formerly known as: Lermontov Limited) <i>(Note 1)</i>	Garment trading business	14 August 2009	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 2)</i>	Cessation of business
Prometrax Limited	Lighting business	30 March 2007	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 2)</i>	Cessation of business
Steelehead Limited	Investment holding	15 September 2017	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 2)</i>	Cessation of business

Notes:

1. As confirmed by Mr. Kwong, BTR Company Limited was neither an associate (as defined on the GEM Listing Rules) nor related company of the Target Group and the above companies were solvent at the time being dissolved.
2. Under section 291AA of the predecessor Companies Ordinance/section 750 of the Companies Ordinance, an application for deregistration can only be made by the company, a director of the company or a member of the company if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.

Mr. Kwong confirmed that there was no wrongful act on his part leading to the above dissolution of each of the companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of these companies.

A letter of appointment was entered into between the Company and Mr. Kwong on 13 November 2019. He appointment is for an initial term of three years which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other and subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

The annual remuneration of Mr. Kwong is HK\$60,000 which was determined with reference to duties and level responsibility, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwong (i) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the GEM Listing Rules) or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications; and (iii) has no interests or short positions in Shares, securities or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Kwong that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Kwong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(4) Mr. Wong Jonathan

Independent non-executive Director, chairman of the nomination committee, member of the audit committee and the remuneration committee of the Company

Mr. Wong, aged 51, is an independent non-executive Director of the Company. He is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company. He is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company.

Mr. Wong obtained a bachelor's degree of business administration from the University of Western Ontario in Canada in June 1991. He then completed Common Professional Examination, a postgraduate law course, offered by Manchester Metropolitan University in the United Kingdom through long distance learning at School of Continuing Education of the University of Hong Kong in July 1996. He was called to the Bar in Hong Kong in 1998 and by Inner Temple in the United Kingdom in July 1998. He has been qualified as a fellow

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

of Hong Kong Institute of Arbitrators since July 2011. From January 2017 to January 2018, he was a council member of the Hong Kong Bar Association, a position which he previously served from January 2009 to January 2011.

Mr. Wong has more than 20 years of experience in legal industry. He was called to the Bar in 1998 and is now practicing as a barrister at Parkside Chambers in Hong Kong. He has handled cases involving civil litigation, in particular, commercial disputes. Mr. Wong also involved in arbitration proceeding, mostly construction-related disputes and mediation. Mr. Wong also sat as deputy judge at the District Court during December 2010 to January 2011.

Mr. Wong was a director of the following company which was incorporated in Hong Kong prior to its dissolution:

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Western Business School Society Limited	Alumni association	15 March 2002	Dissolved by striking off by the Registrar of Companies of Hong Kong pursuant to Section 291 of the Predecessor Companies Ordinance <i>(Note)</i>	Cessation of business

Note:

Under section 291 of the Predecessor Companies Ordinance, where Registrar of Companies in Hong Kong has reasonable cause to believe that a company is not carrying on business or in operation, the Registrar of Companies in Hong Kong may strike the name of the company off the register after the expiration of a specified period.

Mr. Wong confirmed that there was no wrongful act on his part leading to the above dissolution of the company and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of this company.

A letter of appointment was entered into between the Company and Mr. Wong on 13 November 2019. He appointment is for an initial term of three years which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other and subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

The annual remuneration of Mr. Wong is HK\$60,000 which was determined with reference to duties and level responsibility, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the GEM Listing Rules) or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications; and (iii) has no interests or short positions in Shares, securities or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(5) Mr. Chi Chi Hung Kenneth

Independent non-executive Director, chairman of the audit committee, member of the remuneration committee and the nomination committee of the Company

Mr. Chi, aged 51, is an independent non-executive Director of the Company. He is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company. He is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company.

Mr. Chi obtained a bachelor of arts in accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1991. He was admitted as an associate member under The Chartered Association of Certified Accountants in the United Kingdom in November 1994 and has maintained his fellowship status since November 1999. Mr. Chi has been an associate member under The Institute of Chartered Secretaries and Administrators in the United Kingdom since November 1994, an associate member of the Hong Kong Institute of Chartered Secretary in November 1994, and an associate member under The Hong Kong Institute of Certified Public Accountants since April 1996.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Chi has over 20 years of experience in accounting, financial control and corporate governance. Mr. Chi held/is holding directorship in the following public listed companies in the past three years:

Position	Name of company (stock code)	Duration
Independent non-executive director	Hong Kong ChaoShang Group Limited (2322) (formerly known as Sam Woo Holdings Limited)	April 2011–Present
Independent non-executive director	Perfect Shape Medical Limited (1830) (formerly known as Perfect Shape (PRC) Holdings Limited)	December 2011–Present
Independent non-executive director	Greentech Technology International Limited (0195) (formerly known as Goodtop Tin International Holdings Limited)	October 2012–14 April 2020
Executive director	TFG International Group Limited (0542) (formerly known as Ceneric (Holdings) Limited)	October 2010–June 2017
Executive director	DeTai New Energy Group Limited (0559) (formerly known as Hua Yi Copper Holdings Limited)	January 2010–24 March 2020

Mr. Chi was a director of the following companies which were incorporated in Hong Kong prior to their dissolution:

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Ceneric Plaza Limited	Property management service	9 May 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance (<i>Note 1</i>)	Cessation of business

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Ceneric Property Consultants Limited	Property consultation services	25 July 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Ceneric Securities Nominees Limited	Nominee services	10 October 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Ceneric Villa Limited	Property management	9 May 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Consing Investment Limited	Investment holding	20 January 2017	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Gain Wealth Trading Limited	Investment holding	25 April 2003	Dissolved by striking off by the Registrar of Companies of Hong Kong pursuant to Section 291 of the Predecessor Companies Ordinance <i>(Note 2)</i>	Cessation of business
Grace Bright Trading Limited	Never carried on business	19 June 2015	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Grand Creation International Trading Limited	Never carried on business	19 June 2015	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
HKVN Limited	Travel business	15 November 2014	Dissolved by members' voluntary winding up pursuant to the Companies (Winding Up and Miscellaneous) Ordinance	Cessation of business

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Joint China Trading Limited	Trading of garment	16 December 2005	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 1)</i>	Cessation of business
M.S. Finance Limited	Investment holding	20 June 2005	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 1)</i>	Cessation of business
Medtech (H.K.) Company Limited	Investment holding	17 March 2016	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Medtech International Trading Company Limited	Trading of watches and watches components	10 February 2016	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Mui Hong Kong Limited	Investment holding	9 May 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Pool Heng Nominees Limited	Nominee services	20 June 2014	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business
Rokenan Enterprises Limited	Investment holding	30 July 2004	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 1)</i>	Cessation of business
Topwide International Trading Limited	Never carried on business	3 February 2017	Dissolved by deregistration pursuant to Section 750 of the Companies Ordinance <i>(Note 1)</i>	Cessation of business

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Name of company	Principal business activity prior to its dissolution	Date of dissolution	Means of dissolution	Reason(s) for dissolution
Way Bright Investment Limited	Investment holding	31 March 2014	Dissolved by members' voluntary winding up pursuant to the Companies (Winding Up and Miscellaneous) Ordinance	Cessation of business
Win Smarter Limited	Investment holding	4 July 2008	Dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance <i>(Note 1)</i>	Cessation of business

Notes:

- Under section 291AA of the predecessor Companies Ordinance/section 750 of the Companies Ordinance, an application for deregistration can only be made by the company, a director of the company or a member of the company if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.
- Under section 291 of the predecessor Companies Ordinance, where Registrar of Companies in Hong Kong has reasonable cause to believe that a company is not carrying on business or in operation, the Registrar of Companies in Hong Kong may strike the name of the company off the register after the expiration of a specified period.

Mr. Chi confirmed that there was no wrongful act on his part leading to the above dissolution of each of the companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of these companies.

A letter of appointment was entered into between the Company and Mr. Chi on 13 November 2019. He appointment is for an initial term of three years which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other and subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

The annual remuneration of Mr. Chi is HK\$100,000 which was determined with reference to duties and level responsibility, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chi (i) does not have any relationship with any Directors, senior management or substantial Shareholders (as defined in the GEM Listing Rules) or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, or any other position with the Company and other members of the Group or possess any other major professional qualifications; and (iii) has no interests or short positions in Shares, securities or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Chi that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chi that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM



**UNION ASIA
ENTERPRISE HOLDINGS LTD
萬亞企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Union Asia Enterprise Holdings Limited (the “Company”) will be held at Pacific Room 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 7 August 2020 at 3:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2020.
2.
 - (a) To re-elect Mr. Chan Norman Enrique as executive Director;
 - (b) To re-elect Mr. Lee Alex Kam-fai as executive Director;
 - (c) To re-elect Mr. Kwong U Hoi Andrew as independent non-executive Director;
 - (d) To re-elect Mr. Wong Jonathan as independent non-executive Director;
 - (e) To re-elect Mr. Chi Chi Hung Kenneth as independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF AGM

4. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under a share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose under the Hong Kong Code on Share Buy-backs, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

(b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing of this resolution.”

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7. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to and conditional upon the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the additional shares of HK\$0.0001 each in the capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below) of the share option scheme adopted by the Company on 30 July 2012 (the “**Share Option Scheme**”), the refreshment of the scheme mandate limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that:

- (a) the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
- (b) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Limit;
- (c) the Directors be and are hereby unconditionally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement; and
- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

By order of the Board
Union Asia Enterprise Holdings Limited
Chan Norman Enrique
Chairman and Chief Executive Officer

Hong Kong, 29 June 2020

NOTICE OF AGM

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Flat A-G, 15/F
15 Chong Yip Street
Kwun Tong
Kowloon
Hong Kong

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Chan Norman Enrique and Mr. Lee Alex Kam-fai and three independent non-executive Directors, namely Mr. Kwong U Hoi Andrew, Mr. Wong Jonathan and Mr. Chi Chi Hung Kenneth.

Notes:

1. A member entitled to attend and vote at the AGM, is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be), and in default thereof the form of proxy shall not be treated as valid.
4. With respect to resolution numbered 2 of this notice, details of the retiring Directors standing for re-election are set out in the circular of the Company dated 29 June 2020.
5. For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from Tuesday, 4 August 2020 to Friday, 7 August 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 3 August 2020.